

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TCI BUSINESS CODE _____

17-02-0167889

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transf eror) _____

Surviving (Transferee) _____



1000362006642484

ID # 00000223 ACK # 1000362006642484
PAGES: 0007
CAPITAL TOWERS, LLC

07/01/2014 AT 10:11 A WO # 0004325273

New Name _____

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

County State Recordation Tax: \$26,815

State Transfer Tax: \$24,377

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: County Transfer \$68,255

Prince George's

TOTAL FEES: 119,467

Credit Card _____ Check ☒ Cash _____

_____ Documents on _____ Checks

Approved By: 14

Keyed By: SA

COMMENT(S):

Walk-IN

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code _____

Attention: _____

Mail: Name and Address

X Return to:
Regional Title Incorporated
1620 L Street, N.W., Suite 900
Washington, D.C. 20036
(202) 452-0700
File No. 14023

Stamp Work Order and Customer Number HERE

CUST ID:0003108693
WORK ORDER:0004325273
DATE:07-01-2014 10:12 AM
AMT. PAID:\$119,467.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: ☒ Regular ☐ Permissive

2. Date of final transfer: June 30, 2014

3. Name of Real Property Entity whose interest is being transferred: Capital Towers, LLC, a Maryland limited liability company

4. Mailing address for Real Property Entity: c/o NOVO Development Corporation, 519 11th Street, S.E., Washington, D.C. 20003

5. Type of Real Property Entity: ☐ Corp ☒ LLC ☐ LP ☐ GP or Joint Venture ☐ Unincorporated REIT ☐ Other-specify

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ 4,875,336.70

8. List below the value attributable to each of the following assets:

a) Maryland Real Property \$ 4,875,336.70
b) Non-Maryland Real Property \$
c) Cash \$
d) Securities \$
e) Maryland Tangible Personal Property* \$

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property \$
g) Other: Attach description and method of valuation \$

9. Gross value of Real Property Entity assets: \$ 4,875,336.70

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

Prince George's 02-0167809 3839 64TH Avenue, Hyattsville, Maryland 20784-0000
County Name SDAT Account No. Address or brief description

Description of building/improvements: _____

Title holder if different from Item 3 above: _____

Consideration attributable to the parcel: \$ 4,875,336.70

Parcel 2:*

n/a
County Name SDAT Account No. Address or brief description

Description of building/improvements: _____

Title holder if different from Item 3 above: _____

Consideration attributable to the parcel: \$ _____
*If more than two parcels, attach a separate sheet and indicate total number of parcels: _____

11. Specify and explain any exemptions authorized by law being claimed with this filing:
(Attach a separate sheet if more space is required).

n/a

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	4,875,337	x	4,875,337	= \$	4,875,337	x	5.50	= \$	26,815
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$	4,875,337				\$ 4,875,337	x	0.5%	= \$	24,377
					Total amount		St. Rate		State Transfer
					\$ 4,875,337	x	1.4%	= \$	68,255
					Total amount		Co. Rate		Co. Transfer

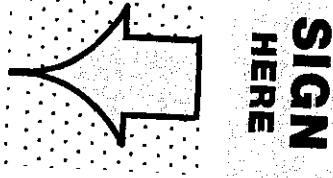
Total Taxes \$ 119,447

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

x B. M. J.
Signature of authorized filer

6/30/2014
Date



14.) Contact information for this filing:

Bruce W. Hurd		202 - 315 - 1113	
Name		Telephone	
519 11th Street, S.E.	Washington	DC	20003
Address	City	State	Zip code

CERTIFICATE OF COMPLIANCE

This Certificate of Compliance ("Certificate") is made this 11th day of April, 2014, by PRINCE GEORGE'S COUNTY, MARYLAND, a public body, corporate and politic ("County") on behalf of the PRINCE GEORGE'S COUNTY DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT.

The Owner(s)/Designee, WCF Capitol Towers, LLC and the Buyer(s), NOVO Development Corp, have entered into a bona fide Sales Contract, dated as of March 13, 2014 ("Agreement") for the sale of the multifamily rental facility located at 3839 64th Avenue Hyattsville, Maryland, 20780, as more particularly described on the legal description attached hereto as Exhibit "A" and incorporated by reference herein ("Property"). It is hereby acknowledged that Owner(s)/Designee(s) may assign rights under the Agreement prior to or in connection with closing on the purchase of the Property to one or more affiliates (hereinafter referred to collectively as "Assignee(s)"). Owner(s)/Designee(s) shall notify the County of any such assignment.

The County, acting through the Prince George's Department of Housing and Community Development ("DHCD"), hereby certifies that the Owner(s)/Designee(s) complied with and satisfied the Right of First Refusal provisions of Prince George's County Code 13-1110 et. seq. ("Code") with respect to the above described of the Property from the Owner(s)/Designee(s) to the Buyer(s).

This Certificate is to be recorded among the Land Records of Prince George's County, Maryland. Notice as to the recordation date and the liber and folio numbers for this Certificate will be provided to DHCD.

[SIGNATURE PAGE FOLLOWS]

PRINCE GEORGE'S COUNTY, MARYLAND

By: Thomas M. Himler
Thomas M. Himler
Deputy Chief Administrative Officer
for Budget, Finance and Administration

Date: April 11, 2014

COUNTY OF PRINCE GEORGE'S
STATE OF MARYLAND

On this 11th day of April, 2014, before me personally appeared
Thomas Himler known to me to be the person whose name is
subscribed to the foregoing instrument as the Deputy Chief Administrative Officer for Budget,
Finance and Administration for Prince George's County, Maryland, who did duly acknowledge
that he executed the foregoing Certificate of Compliance on behalf of the Prince George's
County, Maryland.

Subscribed and sworn to before me this 11th day of April, 2014.

[NOTARY SEAL]

[Signature]
Notary Public
My commission expires: June 19, 2017

EXHIBIT C

THE PROPERTY

All that certain piece or parcel of land situate, lying and being in the Second Election District of Prince George's County, Maryland, more particularly described as Parcel lettered "B" in the subdivision known as "RESUBDIVISION OF LOTS 39, 40 and part of 41, BLOCK G, OAKLYN" as per plat recorded in Plat Book WWW-77, Plat No. 15, among the Land Records of Prince George's County, Maryland.

**CUST ID:0003108693
WORK ORDER:0004325273
DATE:07-01-2014 10:12 AM
AMT. PAID:\$119,467.00**